

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York, 10036  
(212) 735-3000  
Kayalyn A. Marafioti

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

STIPULATION AND AGREED ORDER RESOLVING OBJECTION OF DÄTWYLER  
RUBBER TO NOTICE OF AMENDED CURE AMOUNT

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Dätwyler Rubber ("Dätwyler") respectfully submit this Stipulation And Agreed Order Resolving Objection Of Dätwyler Rubber To Notice Of Amended Cure Amount (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on December 21, 2007, the Debtors served a Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization with respect to Dätwyler's Purchase Order D055072164, indicating an associated cure amount of \$66,816.00.

WHEREAS, on July 10, 2009, the Debtors served Dätwyler with the Notice Of Amended Cure Amount For Executory Contract Or Unexpired Lease In Connection With Cure Amounts Previously Deemed To Be Established Under Confirmed Plan Of Reorganization (the "Amended Cure Amount Notice"), which listed an amended cure amount for Purchase Order D055072164 of \$0.00.

WHEREAS, on July 10, 2009, the Debtors also filed their July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to GM Components Holdings, LLC or Steering Solutions Services Corporation, as Applicable, Under Modified Plan of Reorganization (Docket No. 18077), listing Purchase Order D055072164 as a supplier contract to be assumed by the

Debtors and assigned to GM Components Holdings, LLC or Steering Solutions Services Corporation, as applicable.

WHEREAS, on July 17, 2009, Dätwyler filed its Objection of Dätwyler Rubber to Notice of Amended Cure Amount (Docket No. 18365) (the "Amended Cure Amount Objection"), asserting that the proper cure amount under Purchase Order D055072164 was \$66,816.00.

WHEREAS, the Debtors and Dätwyler have reached an agreement to settle and resolve the Amended Cure Amount Objection.

THEREFORE, the Debtors and Dätwyler stipulate and agree as follows:

1. Dätwyler's Amended Cure Amount Objection shall be deemed withdrawn with prejudice and the Debtors' Amended Cure Amount Notice shall be deemed withdrawn with respect to Purchase Order D055072164.

2. Upon the assumption by the Debtors and assignment of Purchase Order D055072164 to GM Components Holdings, LLC or Steering Solutions Services Corporation, as applicable, Dätwyler shall be entitled to a cure payment in the amount of \$66,816.00 on account of Purchase Order D055072164.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this 28<sup>th</sup> day of August, 2009

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ Linda K. Barr  
Linda K. Barr  
George B. Cauthen  
Nelson Mullins Riley & Scarborough, LLP  
P.O. Box 11070  
Columbia, SC 29211-1070  
  
Attorneys for Dätwyler Rubber

- and -

Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession